

United States Bankruptcy Court WESTERN DISTRICT OF PENNSYLVANIA		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Rustick, LLC, a Pennsylvania Limited Liability Company	Name of Joint Debtor (Spouse)(Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): NONE	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all): 43-2043587	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): Hutchins Road Mount Jewett PA	Street Address of Joint Debtor (No. and Street, City, and State):	
<div style="display: flex; justify-content: space-between;"> <div> ZIP CODE 16740 </div> </div>	<div style="display: flex; justify-content: space-between;"> <div> ZIP CODE </div> </div>	
County of Residence or of the Principal Place of Business: McKean	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): 19 Ness Lane Kane PA	Mailing Address of Joint Debtor (if different from street address):	
<div style="display: flex; justify-content: space-between;"> <div> ZIP CODE 16735 </div> </div>	<div style="display: flex; justify-content: space-between;"> <div> ZIP CODE </div> </div>	
Location of Principal Assets of Business Debtor (if different from street address above): SAME		
Type of Debtor (Form of organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below <hr style="width: 100%;"/>	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Waste Management <hr style="width: 100%;"/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose" <input checked="" type="checkbox"/> Debts are primarily business debts.
Chapter 11 Debtors: Check one box: <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).		
Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr style="width: 100%;"/> Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 </div> <div> <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 </div> </div>		THIS SPACE IS FOR COURT USE ONLY
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div> </div>		
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div> </div>		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Rustick, LLC, a Pennsylvania Limited Liability Company	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed:	Case Number:	Date Filed:	
NONE			
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor:	Case Number:	Date Filed:	
NONE			
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under Chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. §342(b). <div style="display: flex; justify-content: space-between; align-items: flex-end;"> X <div style="text-align: right;"> 05/13/2010 <small>Date</small> </div> </div> <div style="margin-top: 5px;"> <small>Signature of Attorney for Debtor(s)</small> </div>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Rustick, LLC,***a Pennsylvania Limited Liability Company*****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b)

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed name of Foreign Representative)

05/13/2010

(Date)

Signature of Attorney***X /s/ Lawrence C. Bolla, Esquire**

Signature of Attorney for Debtor(s)

Lawrence C. Bolla, Esquire 19679

Printed Name of Attorney for Debtor(s)

The Quinn Law Firm

Firm Name

2222 West Grandview Blvd.

Address

Erie PA 16506**(814) 833-2222**

Telephone Number

05/13/2010

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Randall M. Hendricks

Signature of Authorized Individual

Randall M. Hendricks

Printed Name of Authorized Individual

CFO

Title of Authorized Individual

05/13/2010

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA
ERIE DIVISION**

In re *Rustick, LLC*,
a *Pennsylvania Limited Liability Company*

Case No.
Chapter 11

_____/ Debtor
Attorney for Debtor: *Lawrence C. Bolla, Esquire*

LIST OF EQUITY SECURITY HOLDERS

Number	Registered Name of Holder of Security	Number of Shares	Class of Shares, Kind of Interest
1	<i>Randall M. Hendricks 288 Highland Avenue Souderton PA 18964</i>	480	<i>Class A Voting Units</i>
2	<i>Richard L. Godshall 308 Highland Avenue Souderton PA 18964</i>	480	<i>Class A Voting Units</i>
3	<i>Richard M. Welch 1600 Morgantown Road D-6 Pinehurst NC 28374</i>	1040	<i>Class A Voting Units</i>

LIST OF EQUITY SECURITY HOLDERS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, **Randall M. Hendricks**, **CFO** of the **corporation** named as

debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that they are true and correct to the best of my knowledge, information and belief.

Date: **05/13/2010**

Signature: **/s/ Randall M. Hendricks**

Name: **Randall M. Hendricks**

Title: **CFO**

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA
Erie DIVISION**

In re *Rustick, LLC*
a *Pennsylvania Limited Liability Company*

Case No.
Chapter 11

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1 MLPM 4 World Financial Center North Tower, 11th Floor New York NY 10080	Phone: MLPM 4 World Financial Center North Tower, 11th Floor New York NY 10080	Note		\$ 18,791,217.07
2 WLT Investments, Inc. c/of CDR Financial Products 6222 Wilshire Blvd. #220 Los Angeles CA 90048	Phone: WLT Investments, Inc. c/of CDR Financial Products 6222 Wilshire Blvd. #220 Los Angeles CA 90048	Note		\$ 2,733,333.30
3 MLPM 4 World Financial Center North Tower, 11th Floor New York NY 10080	Phone: MLPM 4 World Financial Center North Tower, 11th Floor New York NY 10080	Placement Note		\$ 2,103,750.00
4 County of McKean McKean County Courthouse 500 W. Main Street Smethport PA 16749	Phone: County of McKean McKean County Courthouse 500 W. Main Street Smethport PA 16749	Note		\$ 500,000.00
5 County of McKean McKean County Courthouse 500 W. Main Street Smethport PA 16749	Phone: County of McKean McKean County Courthouse 500 W. Main Street Smethport PA 16749	Royalty Fees		\$ 55,628.71

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
6 Klehr Harrison Harvey Bransburg Ellis LLP 260 South Broad St. #400 Philadelphia PA 19102	Phone: Klehr Harrison Harvey Bransburg Ellis LLP 260 South Broad St. #400 Philadelphia PA 19102	Legal Fees	D	\$ 43,451.49
7 Caterpillar Financial Services Corp. P.O. Box 13834 Newark NJ 07188	Phone: Caterpillar Financial Services Corp. P.O. Box 13834 Newark NJ 07188	Past Due Lease Payments		\$ 28,604.18
8 Girl Scouts of Western PA 606 Liberty Avenue Pittsburgh PA 15222	Phone: Girl Scouts of Western PA 606 Liberty Avenue Pittsburgh PA 15222	Vendor Purchases		\$ 26,325.64
9 Highmark Blue Shield P.O. Box 382146 Pittsburgh PA 15250	Phone: Highmark Blue Shield P.O. Box 382146 Pittsburgh PA 15250	Insurance Premiums		\$ 8,305.32
10 Allegheny Power 800 Cabin Hill Drive Greensburg PA 15606	Phone: Allegheny Power 800 Cabin Hill Drive Greensburg PA 15606	Utility Bills		\$ 8,077.03
11 The Bank of New York Corporate Trust Billing Dept. P.O. Box 19445A Newark NJ 07195	Phone: The Bank of New York Corporate Trust Billing Dept. P.O. Box 19445A Newark NJ 07195			\$ 7,950.00
12 James D. Hennigan Trucking P.O. Box 309 3 Keesler Avenue Mount Jewett PA 16740	Phone: James D. Hennigan Trucking P.O. Box 309 3 Keesler Avenue Mount Jewett PA 16740	Vendor Purchases		\$ 5,914.26
13 Kane Liquid Fuels, Inc. 1 Oak Street Kane PA 16735	Phone: Kane Liquid Fuels, Inc. 1 Oak Street Kane PA 16735	Vendor Purchases		\$ 5,727.64

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
14 Detweiler, Hershey, & Associates PC P.O. Box 64157 Souderton PA 18964	Phone: Detweiler, Hershey, & Associates PC P.O. Box 64157 Souderton PA 18964	Accountant/Professional Services		\$ 5,635.00
15 Chartis 22427 Network Place Chicago IL 60673-1224	Phone: Chartis 22427 Network Place Chicago IL 60673-1224	Insurance Premiums		\$ 4,324.00
16 Martin & Martin, Inc. 37 South Main Street Suite A Chambersburg PA 17201	Phone: Martin & Martin, Inc. 37 South Main Street Suite A Chambersburg PA 17201	Vendor Purchases		\$ 3,600.50
17 Rochem Membrane Systems, Inc. 300 Manhattan Beach Blvd. #4 Manhattan Beach CA 90266	Phone: Rochem Membrane Systems, Inc. 300 Manhattan Beach Blvd. #4 Manhattan Beach CA 90266	Vendor Purchases		\$ 3,200.00
18 SCS Engineers Stearns Conrad & Schmidt Cons. 11260 Roge Bacon Dr. #300 Reston VA 20190	Phone: SCS Engineers Stearns Conrad & Schmidt Cons. 11260 Roge Bacon Dr. #300 Reston VA 20190	Vendor Purchases		\$ 3,084.88
19 Premium Financing Specialists P.O. Box 13454 Newark NJ 07188	Phone: Premium Financing Specialists P.O. Box 13454 Newark NJ 07188			\$ 3,059.97
20 J&J Honey Dipping 1063 Lafferty Lane Bradford PA 16701	Phone: J&J Honey Dipping 1063 Lafferty Lane Bradford PA 16701	Vendor Purchases		\$ 2,410.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, Randall M. Hendricks, CFO of the Corporation named
as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that
they are true and correct to the best of my knowledge, information and belief.

Date: 5/13/2010

Signature /s/ Randall M. Hendricks

Name: Randall M. Hendricks

Title: CFO

RUSTICK, LLC
UNANIMOUS CONSENT OF VOTING MEMBERS

May 13, 2010

The undersigned, being all of the voting members of Rustick, LLC, a Pennsylvania Limited Liability Company (the “Company”), hereby unanimously consent and agree to the adoption of the following preambles and resolutions with the same force and effect as if such preambles and resolutions had been approved and adopted at duly held meetings of the voting members of the Company:

VOLUNTARY PETITION UNDER THE PROVISIONS OF CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE

WHEREAS, the voting members have reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses;

WHEREAS, the voting members have had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company;

RESOLVED, that in the judgment of the voting members of the Company, it is desirable and in the best interests of the Company, its creditors and other parties-in-interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 et seq., the “Bankruptcy Code”); and

RESOLVED, that any of the President, Chief Financial Officer and such other officers as may be designated by the President or Chief Financial Officer (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral, and provide adequate protection therefore and to obtain debtor-in-possession financing, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Dilworth Paxson LLP as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing

of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Dilworth Paxson LLP; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Quinn, Busek, Leemhuis, Toohey & Kroto, Inc. as local bankruptcy and conflicts counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Quinn, Busek, Leemhuis, Toohey & Kroto, Inc.; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Detweiler, Hershey & Associates, P.C. as accountants to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Detweiler, Hershey & Associates, P.C.; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ Sterner Consulting as a broker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Sterner Consulting; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that the foregoing authorizations are without prejudice to the rights of Richard M. Welch, as majority member of the Company, to exercise all rights as majority member pursuant to the Limited Liability Company Operating Agreement of the Company and pursuant to applicable law.

RATIFICATION OF ALL PRIOR AND FUTURE ACTIONS

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf

of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

RESOLVED, that each of the officers of the Company is hereby authorized and directed to take such action and to execute such documents as may be necessary or desirable to carry out the intent and purposes of the foregoing resolutions.

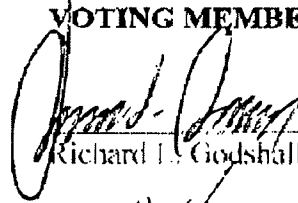
RESOLVED, that this Joint Unanimous Consent may be executed by facsimile signature and in one or more counterparts and all such counterparts together shall constitute one unanimous consent notwithstanding that all of the voting members are not signatories to the original or same counterpart.

RESOLVED, that this Joint Unanimous Consent be filed with the Secretary of the Company.

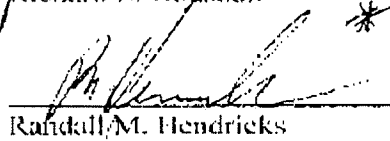
[SIGNATURE PAGE FOLLOWS]

This Unanimous Consent is made pursuant to 15 Pa. C.S.A. § 8942 and Section 5.3 of the Limited Liability Company Operating Agreement of the Company.

VOTING MEMBERS:

 *

Richard L. Godshall

 *

Randall M. Hendricks

Richard M. Welch


* Subject to filing Chapter 11 no later than
May 13, 2010

This Unanimous Consent is made pursuant to 15 Pa. C.S.A. § 8942 and Section 5.3 of the Limited Liability Company Operating Agreement of the Company.

VOTING MEMBERS:

Richard L. Godshall

Randall M. Hendricks



Richard M. Welch

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA
ERIE DIVISION**

In re *Rustick, LLC,*
a Pennsylvania Limited Liability Company

Case No.
Chapter 11

_____/ Debtor
Attorney for Debtor: *Lawrence C. Bolla, Esquire*

VERIFICATION OF CREDITOR MATRIX

The above named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of our knowledge.

Date: 05/13/2010

/s/ Randall M. Hendricks
Debtor

ACME Business Machines
P.O. Box 284
Olean, NY 14760

AFLAC
ATTN: Remittance Processing
1932 Wynnton Road
Columbus, GA 31999-0797

Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15606

Apple Tractor, Inc.
Brockway DuBois Road
P.O. Box 223
Brockway, PA 15824

Bank of New York
Michael Judge, 1 Liberty Pl.
1650 Market St., 47th Floor
Philadelphia, PA 19103

Barbers Chemicals, Inc.
P.O. Box 135
Sharpsville, PA 16150

Caterpillar Financial Services
Corp.
2120 West End Avenue
Nashville, TN 37203

Caterpillar Financial Services
Corp.
P.O. Box 13834
Newark, NJ 07188

Chartis
22427 Network Place
Chicago, IL 60673-1224

Cleveland Brothers Equipment
Co., Inc.
P.O. Box 784531
Philadelphia, PA 19178-4531

County of McKean
McKean County Courthouse
500 W. Main Street
Smethport, PA 16749

Detweiler, Hershey,
& Associates PC
P.O. Box 64157
Souderton, PA 18964

Douglas L. Wisner, Esquire
Mayer Brown LLP
1675 Broadway
New York, NY 10019

Drive Shaft Specialists
431 South Union Street
Olean, NY 14760

Evergreen National Indemnity
Company
6140 Parkland Blvd., #300
Cleveland, OH 44124

Evergreen UNI
6140 Parkland Blvd.
Suite 300
Cleveland, OH 44124

Federal Express
P.O. Box 1140
Dept. A
Memphis, TN 38101-1140

Fireman's Fund Insurance Co.
Dept. CH 10284
Palatine, IL 60055

Girl Scouts of Western PA
606 Liberty Avenue
Pittsburgh, PA 15222

GM Equipment Corp.
1229 Million Dollar Highway
Kersey, PA 15846

Great American Leasing Corp.
P.O. Box 660831
Dallas, TX 75266

Great American Leasing Corp.
P.O. Box 609
Cedar Rapids, IA 52406

GTS-WELCO
P.O. Box 7777
Philadelphia, PA 19175

Harleysville Life Insurance Co
1400 Pennbrook Parkway
Lansdale, PA 16944

Hasler, Inc.
P.O. Box 3808
Milford, CT 06460

Highmark Blue Shield
P.O. Box 382146
Pittsburgh, PA 15250

IA Construction Corp.
P.O. Box 568
Franklin, PA 16323

J&J Honey Dipping
1063 Lafferty Lane
Bradford, PA 16701

J. Robert Stoll, Esquire
Mayer Brown LLP
71 S. Wacker Drive
Chicago, IL 60606

James D. Hennigan Trucking
P.O. Box 309
3 Keesler Avenue
Mount Jewett, PA 16740

Kanawha Scales & Systems of PA
579-A Park Way
Monongahela, PA 15063

Kane Auto Parts
P.O. Box 297
Kane, PA 16735

Kane Liquid Fuels, Inc.
1 Oak Street
Kane, PA 16735

Kane Liquid Fuels, Inc. PP
Pacific Pride
P.O. Box 420
Kane, PA 16735

Keystone Tall Tree Girl Scout
Council
606 Liberty Avenue
Pittsburgh, PA 15222

Klehr Harrison Harvey
Branzburg Ellis LLP
260 South Broad St. #400
Philadelphia, PA 19102

Lee Supply Co., Inc.
P.O. Box 640335
Pittsburgh, PA 15264

Martin & Martin, Inc.
37 South Main Street
Suite A
Chambersburg, PA 17201

Meiser & Earl, Inc.
1512 W. College Avenue
State College, PA 16801

Michael J. Manderfeld
75 Owens Road
Warren, PA 16365

MLPM
4 World Financial Center
N. Tower, 11th Floor
New York, NY 10080

MLPM
4 World Financial Center
North Tower, 11th Floor
New York, NY 10080

Mountain Research LLC
825 25th Street
Altoona, PA 16601

Nationwide Trust Company FSB
P.O. Box 183046
Columbus, OH 43218-3046

Office Depot Credit Plan
P.O. Box 689020
Des Moines, IA 50368

PA Economic Dev. Financing
Commonwealth Keystone Building
400 N. Street, 4th Floor
Harrisburg, PA 17120

Pa. Dept. of Environmental
Protection
P.O. Box 8550
Harrisburg, PA 17105

Paris Uniform Rental
P.O. Box 1043
Du Bois, PA 15801-1043

Premium Financing Specialists
P.O. Box 13454
Newark, NJ 07188

Premium Financing Specialists,
P.O. Box 13454
Newark, NJ 07188

Richard M. Welch
1600 Morganton Road
D-6
Pinehurst, NC 28374

Richgas, Inc.
725 Tionesta Avenue
Kane, PA 16735

Rochem Membrane Systems, Inc.
300 Manhattan Beach Blvd.
#4
Manhattan Beach, CA 90266

Sajida Mahdi Ali, Esquire
Mayer Brown LLP
71 S. Wacker Drive
Chicago, IL 60606

SCS Engineers
Stearns Conrad & Schmidt Cons.
11260 Roge Bacon Dr. #300
Reston, VA 20190

SCS Field Services
4319 Linglestown Road
Suite 115
Harrisburg, PA 17112

Selective Insurance
Box 371468
Pittsburgh, PA 15250

Smethport Area School District
ATTENTION: Sue Jordan
414 S. Mechanics Street
Smethport, PA 16749

Sprint
ATTENTION: Bankruptcy Dept.
P.O. Box 530504
Atlanta, GA 30353

Tax Collector
ATTENTION: Rosalie Bishop
11888 Wilcox Road
Wilcox, PA 15870

The Bank of New York
Corporate Trust Billing Dept.
P.O. Box 19445A
Newark, NJ 07195

Trina Thomas Flowers
46 Birch Street
Kane, PA 16735

U. S. Trustee's Office
1001 Liberty Ave.
Liberty Center
Suite 970
Pittsburgh, PA 15222

USA Blue Book
P.O. Box 9004
Gurnee, IL 60031

Veolia Environmental Services
P.O. Box 6484
Carol Stream, IL 60197

WLT Investments, Inc.
c/of CDR Financial Products
6222 Wilshire Blvd. #220
Los Angeles, CA 90048

Randall M. Hendricks
288 Highland Avenue
Souderton, PA 18964

Richard L. Godshall
308 Highland Avenue
Souderton, PA 18964

Richard M. Welch
1600 Morgantown Road
D-6
Pinehurst, NC 28374